

4/10/08 11:34:03

BK 2,883 PG 93

DESOTO COUNTY, MS.

W.E. DAVIS, CH CLERK

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

First Tennessee Bank National Association
Commercial Banking - Southaven
615 Goodman Road East
Southaven, MS 38671

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
	Pogue		Charles	R.	
1c. MAILING ADDRESS		CITY		STATE	POSTAL CODE
8497 Hundred Oaks Dr.		Germantown		TN	38139
				COUNTRY	
				USA	
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION		1g. ORGANIZATIONAL ID #, if any
		Individual			<input checked="" type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE
				COUNTRY	
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION		2g. ORGANIZATIONAL ID #, if any
					<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME					
First Tennessee Bank National Association					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY		STATE	POSTAL CODE
615 Goodman Road East		Southaven		MS	38671
				COUNTRY	
				USA	

4. This FINANCING STATEMENT covers the following collateral:

All Fixtures; whether any of the foregoing is owned now or acquired later; all accessions, additions, replacements, and substitutions relating to any of the foregoing; all records of any kind relating to any of the foregoing; all proceeds relating to any of the foregoing (including insurance, general intangibles and accounts proceeds) on real estate generally known as 6285 Ridgewood Dr., Horn Lake, MS 38637.

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) (ADDITIONAL FEE)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						
30039367						

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

Harland Financial Solutions
400 S.W. 6th Avenue, Portland, Oregon 97204

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME		
OR		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
Pogue	Charles	R.

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers <input type="checkbox"/> timber to be cut or <input type="checkbox"/> as-extracted collateral, or is filed as a <input checked="" type="checkbox"/> fixture filing.	16. Additional collateral description:
14. Description of real estate: Exhibit A	
15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):	
17. Check only if applicable and check only one box. Debtor is a <input type="checkbox"/> Trust or <input type="checkbox"/> Trustee acting with respect to property held in trust or <input type="checkbox"/> Decedent's Estate	
18. Check only if applicable and check only one box. <input type="checkbox"/> Debtor is a TRANSMITTING UTILITY <input type="checkbox"/> Filed in connection with a Manufactured-Home Transaction - effective 30 years <input type="checkbox"/> Filed in connection with a Public-Finance Transaction - effective for 30 years	

EXHIBIT "A"

Lying and being situated in DeSoto County, Mississippi:

Beginning at a point in the west line of Ridgewood Drive, said point being the north end of a curve having a radius of 20.00 feet located of the northwest corner of Ridgewood Drive and Valleybrook Drive; thence, southwestwardly and along a curve to the right having a radius of 20.00 feet a distance of 29.96 feet to a point of tangency in the northerly line of Valleybrook Drive, chord South 32 degrees 05 minutes 55 seconds West a distance of 27.24 feet; thence, South 75 degrees 01 minutes 15 seconds West with the northerly line of Valleybrook Drive a distance of 27.51 feet to a point of curvature; thence, southwestwardly with the northerly line of Valleybrook Drive and along a curve to the left having a radius of 796.90 feet a distance of 138.39 feet to a point in Cow Pen Creek, chord, South 70 degrees 02 minutes 45 seconds West a distance of 138.22 feet; thence, North 29 degrees 47 minutes 55 seconds West with Cow Pen Creek a distance of 357.14 feet to a point in the south line of the Board of Education of DeSoto County, Mississippi Property as described in Deed Dank 88, Page 487; thence, North 89 degrees 42 minutes 45 seconds East with the said south line of the Board of Education of DeSoto County Mississippi Property a distance of 336.56 feet to a point in the west line of Ridgewood Drive; thence, South 00 degrees 17 minutes 15 seconds East with the west line of Ridgewood Drive a distance of 117.99 feet to a point of curvature; thence, southeastwardly with the west line of Ridgewood Drive and along a curve to the left having a radius of 636.11 feet a distance of 116.97 feet to the point of beginning, chord, South 06 degrees 17 minutes 10 seconds East a distance of 116.95 feet, and containing 73,015 square feet.

This land is situated in the in the southwest quarter of Section 34, Township 1 South, Range 8 West, DeSoto County, Mississippi.

Being the same property conveyed to the said The Little Village Child Care & Learning Center, Inc. by Warranty Deed recorded in the office of the Chancery Clerk of DeSoto County, State of Mississippi, in Book 359 at Page 148.

The property is municipally known as 6285 Ridgewood Drive, Horn Lake, Mississippi, and as Tax Parcel # 1.08.8.34.00.0.00034.00.